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OMB APPROVAL  
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OMB NUMBER: 3235-0145  
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hours per response . . . 14.90  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
(RULE 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2 )\*

-----  
AVID TECHNOLOGY INC.  
-----

(Name of Issuer)

Common Stock, par value \$0.01 per share  
-----

(Title of Class of Securities)

05367P100  
-----

(CUSIP Number)

Check the following box if a fee is being paid with this statement [X]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
 (b) [ ]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 England

-----

5 SOLE VOTING POWER  
 -0-

-----

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

6 SHARED VOTING POWER  
 1,300,233

-----

7 SOLE DISPOSITIVE POWER  
 -0-

-----

8 SHARED DISPOSITIVE POWER  
 1,300,233

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,300,233

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]  
 N.A.

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 6.11%

-----

12 TYPE OF REPORTING PERSON\*  
 HC

-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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 -----

-----

1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Farmers Group, Inc.

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
 (b) [ ]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Nevada

-----

5 SOLE VOTING POWER  
 -0-

-----

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

6 SHARED VOTING POWER  
 1,300,233

-----

7 SOLE DISPOSITIVE POWER  
 -0-

-----

-----  
8 SHARED DISPOSITIVE POWER

1,300,233

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,300,233

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

N.A.

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.11%

-----  
12 TYPE OF REPORTING PERSON\*

IC

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1 (a). Name of Issuer:  
-----

AVID TECHNOLOGY INC.

Item 1 (b). Address of Issuer's Principal Executive Office:  
-----

Metropolitan Technology Park  
One Park West  
Tewksbury, MA 01876

Item 2(a). Name of Person Filing:  
-----

B.A.T Industries p.l.c., an English corporation ("B.A.T"), and Farmers Group, Inc. ("Farmers"), a Nevada corporation; Farmers is the beneficial owner of the Issuer's securities identified in Item 2(d) below through various subsidiaries of Farmers, by insurance exchanges for which Farmers acts as attorney-in-fact or by benefit plans for employees of Farmers and its subsidiaries for which Farmers has investment discretion. No such entity beneficially owns in excess of 5% of the class of shares in respect of which this report is being made; and B.A.T may be deemed to be the indirect beneficial owner of such securities by indirectly owning 100% of the issued and outstanding shares of Farmers through B.A.T's wholly-owned subsidiary, South Western Nominees Limited. The filing of this statement by B.A.T shall not be construed as an admission that B.A.T is, for the purposes of Section 13(d) or 13(g) of the Act or under the laws or regulations of the United Kingdom, the beneficial owner of any securities covered by this statement.

Item 2(b). Address of Principal Business Office or, if none, Residence:  
-----

B.A.T Industries p.l.c.  
Windsor House  
50 Victoria Street  
London SW1H 0NL  
England

Farmers Group, Inc.  
4680 Wilshire Boulevard  
Los Angeles, California 90010  
USA

Item 2(c).           Citizenship:  
-----

B.A.T Industries p.l.c.   - England  
Farmers Group, Inc.       - Nevada

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Item 2(d).           Title of Class of Securities:  
-----

Common stock, par value \$0.01 per share

Item 2(e).           CUSIP Number:  
-----

05367P100

Item 3.             This statement is filed pursuant to Rule13d-1(b) by B.A.T,  
-----             a Parent Holding Company, in accordance with Rule 13d-1(b)(ii)  
                    (G), and by Farmers Group, Inc., an Insurance Company (as  
                    defined in Section 3(a)(19) of the Act) incorporated under the  
                    laws of Nevada.

Item 4.             Ownership:  
-----

(a) Amount Beneficially Owned:

1,300,233

The shares being reported were acquired by various subsidiaries of Farmers Group, Inc. by insurance exchanges for which Farmers Group, Inc., acts as attorney-in-fact or by benefit plans for employees of Farmers Group, Inc. and its subsidiaries for which Farmers Group, Inc. has investment discretion. No such entity beneficially owns in excess of 5% of the class of shares in respect of which this report is being made.

(b) Percent of Class:

6.11%

(c) Number of shares as to which person has:

(i)	Sole voting power:	-0-
(ii)	Shared voting power:	1,300,233
(iii)	Sole disposition power:	-0-
(iv)	Shared disposition power:	1,300,233

Item 5.             Ownership of Five Percent or Less of a Class:  
-----

Not Applicable.

Page 5 of 24 pages

Item 6. Ownership of More than Five Percent on Behalf of Another Person:  
- -----

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which  
- ----- Acquired the Security Being Reported on by the Parent Holding  
Company:

See Exhibit I.

Item 8. Identification and Classification of Members of the Group:  
- -----

Not Applicable.

Item 9. Notice of Dissolution of the Group:  
- -----

Not Applicable.

Item 10. Certification:  
- -----

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

B.A.T INDUSTRIES p.l.c.

Dated February 5, 1997

By: /s/ Anthony Robert Holliman  
-----  
Name: Anthony Robert Holliman  
Title: Assistant Corporate Secretary

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FARMERS GROUP, INC.

Dated February 5, 1997

By: /s/ Alan Porter

-----  
Name: Alan Porter  
Title: Corporate Secretary

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Exhibit Index

Exhibit -----	Description -----	Page Number -----
I	Identification and Classification of Subsidiaries	10
II	Amendment, dated February 6, 1996, to Schedule 13G, dated February 9, 1994	11
III	Schedule 13G, dated February 9, 1994	17

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Exhibit I to Amendment No. 2

This statement is filed pursuant to Rule 13d-1(b) by B.A.T Industries p.l.c., a Parent Holding Company, in accordance with Rule 13d-1(b)(1)(ii)(G), with respect to securities held by Farmers Group, Inc., an Insurance Company (as defined in Section 3(a)(19) of the Act) incorporated under the laws of Nevada.

-----  
 OMB APPROVAL  
 -----  
 OMB NUMBER: 3235-0145  
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 hours per response . . . 14.90  
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Exhibit II to Amendment No. 2

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

SCHEDULE 13G  
 (RULE 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2  
 UNDER THE SECURITIES EXCHANGE ACT OF 1934  
 (AMENDMENT NO. 1 )\*

-----  
 AVID TECHNOLOGY INC.  
 -----

(Name of Issuer)

-----  
 Common Stock, par value \$0.01 per share  
 -----

(Title of Class of Securities)

05367P100  
 -----

(CUSIP Number)

Check the following box if a fee is being paid with this statement [ ]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

-----

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
B.A.T Industries p.l.c.

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
England

-----

5 SOLE VOTING POWER  
  
-0-

-----

6 SHARED VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 800,500

-----

7 SOLE DISPOSITIVE POWER  
  
-0-

-----

8 SHARED DISPOSITIVE POWER  
  
800,500

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
800,500

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]  
  
N.A.

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
4.33%

-----

12 TYPE OF REPORTING PERSON\*  
  
HC

-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 12 of 24 pages

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CUSIP No. 05367P100 13G Page 3 of 6 Pages  
-----

-----

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Farmers Group, Inc.

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

-----

3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

-----  
5 SOLE VOTING POWER

-0-

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER

800,500

-----  
7 SOLE DISPOSITIVE POWER

-0-

-----  
8 SHARED DISPOSITIVE POWER

800,500

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

800,500

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

N.A.

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.33%

-----  
12 TYPE OF REPORTING PERSON\*

IC

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 13 of 24 pages

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The Statement on Schedule 13G, dated February 9, 1994, filed by B.A.T Industries p.l.c. and Farmers Group, Inc., is hereby amended and restated to read in its entirety as follows:

Item 4

Ownership

-----  
(a) Amount Beneficially Owned:

800,500

(b) Percent of Class:

4.33%

(c) Number of shares as to which person has:

(i) sole voting power: -0-  
(ii) shared voting power: 800,500  
(iii) sole disposition power: -0-  
(iv) shared disposition power: 800,500

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following box. [X]

5

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

B.A.T INDUSTRIES p.l.c.

Dated February 6, 1996

By: /s/ A R Holliman  
-----  
Name: A R HOLLIMAN  
Title: ASSISTANT CORPORATE SECRETARY

6

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FARMERS GROUP, INC.

Dated February 6, 1996

By: /s/ Maryann Seltzer  
-----  
Name: Maryann Seltzer  
Title: Corporate Secretary

-----  
 OMB APPROVAL  
 -----  
 OMB NUMBER: 3235-0145  
 Expires: October 31, 1994  
 Estimated average burden  
 hours per response . . . 14.90  
 -----

Exhibit III to Amendment No. 2

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

SCHEDULE 13G  
 (RULE 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2  
 UNDER THE SECURITIES EXCHANGE ACT OF 1934  
 (AMENDMENT NO. )\*

-----  
 AVID TECHNOLOGY INC.  
 -----

(Name of Issuer)

-----  
 Common Stock, par value \$0.01 per share  
 -----

(Title of Class of Securities)

-----  
 05367P100  
 -----

(CUSIP Number)

Check the following box if a fee is being paid with this statement [X]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

B.A.T Industries p.l.c.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

England

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 646,900

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

646,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

646,900

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

N.A.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.41%

12 TYPE OF REPORTING PERSON\*

HC (See Item 3)

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 05367P100 13G Page 3 of 8 Pages

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

FARMERS GROUP, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

5 SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	646,900
	7	SOLE DISPOSITIVE POWER	-0-
	8	SHARED DISPOSITIVE POWER	646,900
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	646,900		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		[ ]
	N.A.		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
	6.41%		
12	TYPE OF REPORTING PERSON*		
	IC (See Item 3)		

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1 (a). Name of Issuer:  
-----

AVID TECHNOLOGY INC.

Item 1 (b). Address of Issuer's Principal Executive Office:  
-----

Metropolitan Technology Park  
One Park West  
Tewksbury, MA 01876

Item 2(a). Name of Person Filing:  
-----

B.A.T Industries p.l.c., an English corporation ("B.A.T"), and Farmers Group, Inc. ("Farmers"), a US corporation; Farmers is the beneficial owner of the Issuer's securities identified in Item 2(d) below through various subsidiaries of Farmers, by insurance exchanges for which Farmers acts as attorney-in-fact or by benefit plans for employees of Farmers and its subsidiaries for which Farmers has investment discretion. No such entity beneficially owns in excess of 5% of the class of shares in respect of which this report is being made; and B.A.T may be deemed to be the indirect beneficial owner of such securities by indirectly owning 100% of the issued and outstanding shares of Farmers through B.A.T's wholly-owned subsidiary, South Western Nominees Limited. The filing of this statement by B.A.T shall not be construed as an admission that B.A.T is, for the purposes of Section 13(d) or 13(g) of the Act or under the laws or regulations of the United Kingdom, the beneficial owner of any securities covered by this statement.

Item 2(b). Address of Principal Business Office or, if none, Residence:  
-----

B.A.T Industries p.l.c.  
Windsor House  
50 Victoria Street  
London SW1H ONL  
England

Farmers Group, Inc.  
4680 Wilshire Boulevard  
Los Angeles, California 90010  
USA

Item 2(c).           Citizenship:  
- -----

B.A.T Industries p.l.c.   - England  
Farmers Group, Inc.      - Nevada

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Item 2(d).           Title of Class of Securities:  
- -----

Common stock, par value \$0.01 per share

Item 2(e).           CUSIP Number: 05367P100  
- -----

Item 3.              This statement is filed pursuant to Rule 13d-1(b) by  
- -----            B.A.T, a Parent Holding Company, in accordance with  
                      Section 240.13d-1(b)(ii)(G), and by Farmers Group, Inc.,  
                      an Insurance Company incorporated under the laws of Nevada.

Item 4.              Ownership:  
- -----

(a)           Amount Beneficially Owned:

646,900

The shares being reported were acquired by various subsidiaries of Farmers Group, Inc. by insurance exchanges for which Farmers Group, Inc., acts as attorney-in-fact or by benefit plans for employees of Farmers Group, Inc. and its subsidiaries for which Farmers Group, Inc. has investment discretion. No such entity beneficially owns in excess of 5% of the class of shares in respect of which this report is being made.

(b)           Percent of Class:

6.41%

(c)           Number of shares as to which person has:

(i)	Sole voting power:	-0-
(ii)	Shared voting power:	646,900
(iii)	Sole disposition power:	-0-
(iv)	Shared disposition power:	646,900

Item 5.              Ownership of Five Percent or Less of a Class:  
- -----

Not Applicable.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person:  
- -----

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which  
- ----- Acquired the Security Being Reported on by the Parent Holding  
Company:

Not Applicable.

Item 8. Identification and Classification of Members of the Group:  
- -----

Not Applicable.

Item 9. Notice of Dissolution of the Group:  
- -----

Not Applicable.

Item 10. Certification:  
- -----

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

B.A.T INDUSTRIES p.l.c.

By: /s/ A R Holliman

-----  
Name: A R HOLLIMAN

Title: ASSISTANT CORPORATE SECRETARY

Date: February 9, 1994

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FARMERS GROUP, INC.

By: /s/ Maryann Seltzer

-----  
Name: Maryann Seltzer  
Title: Corporate Secretary

Date: February 9, 1994